

Characterisation of cultured mesothelial cells derived from the murine adult omentum

Short title: Characteristics of cultured mouse mesothelial cells

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1 **Abstract**

2 The human omentum has been long regarded as a healing patch, used by surgeons for its ability to
3 immunomodulate, repair and vascularise injured tissues. A major component of the omentum are
4 mesothelial cells, which display some of the characteristics of mesenchymal stem/stromal cells.
5 For instance, lineage tracing studies have shown that mesothelial cells give rise to adipocytes and
6 vascular smooth muscle cells, and human and rat mesothelial cells have been shown to
7 differentiate into osteoblast- and adipocyte-like cells *in vitro*, indicating that they have
8 considerable plasticity. However, so far, long-term cultures of mesothelial cells have not been
9 successfully established due to early senescence. Here, we demonstrate that mesothelial cells
10 isolated from the mouse omentum could be cultured for more than 30 passages. While epithelial
11 markers were downregulated over passages in the mesothelial cells, their mesenchymal profile
12 remained unchanged. Early passage mesothelial cells displayed clonogenicity, expressed several
13 stem cell markers, and up to passage 5 and 13, respectively, could differentiate along the
14 adipogenic and osteogenic lineages, demonstrating stem/progenitor characteristics and
15 differentiation potential.

16

1 Introduction

2 The development of regenerative medicine therapies (RMTs) has become a major research focus,
3 with the aim to test and establish approaches that allow repair of damaged tissues and organs.
4 Stem or progenitor cells play prominent roles in this field based on the hypothesis that they can be
5 utilised to contribute to regenerative or repair mechanisms by integrating into the damaged site,
6 replacing lost cells and ameliorating tissue damage as well as loss of functionality. A promising
7 source of RMTs comprises adult resident stem or progenitor cells, which are thought to contribute
8 to the regulation of normal tissue homeostasis [1].

9 In recent years, findings by several groups have supported the notion that mesothelial cells
10 isolated from adult rodents have regenerative potential [2-5]. Mesothelial cells constitute a simple
11 squamous epithelium that lines the coelomic cavities as parietal mesothelium and surrounds the
12 organs within coelomic cavities as visceral mesothelium. During embryonic development, the
13 mesothelium arises as an epithelium from the mesoderm [6-8], however, mesothelial cells have
14 been shown to express both epithelial and mesenchymal markers [9] (reviewed in [3]). Lineage
15 tracing studies have demonstrated that mesothelial-derived cells contribute to the vasculature of
16 the heart, lung and intestine via epithelial-to-mesenchymal transition (EMT) and differentiation
17 into vascular smooth muscle cells [10-13]. In the adult, mesothelia persist throughout life covering
18 the heart, intestine and associated glands and tissues, the lungs, and the reproductive organs [3,
19 14]. Generally, the serosal mesothelia contribute to the frictionless movement of the intestinal
20 loops, and have been attributed immune-secretory functions [3]. However, genetic lineage tracing
21 studies have demonstrated that mesothelial-derived cells contribute to the formation of the
22 visceral white adipose tissue during gestation and in the young adult mouse; the mesothelial
23 marker Wilms tumour 1 (Wt1) is required for this process [14, 15]. Furthermore, using mesothelin
24 (Msln)-based lineage tracing, it was shown that mesothelial cells give rise to the majority of

1 visceral smooth muscle and the fibroblast lineage in coelomic organs throughout embryonic
2 development, and maintain tissue homeostasis in the adult [16].

3 Under pathological conditions, mesothelia respond in a range of ways: repeated exposure to
4 hyperglycemic or bio-incompatible peritoneal dialysis solutions can lead to fibrosis, and in severe
5 cases to encapsulating peritoneal sclerosis of the peritoneal mesothelium [17, 18]. Furthermore,
6 injury to the visceral mesothelium during abdominal surgery can result in adhesions through
7 persistence of fibrin clots, resulting in the formation of fibrous bands [19-21].

8 These findings indicate that mesothelial cells can undergo trans-differentiation to a fully
9 mesenchymal phenotype, and in pathological conditions, can contribute to fibrosis and sclerosis
10 formation by generating large amounts of extracellular proteins, including collagen. While
11 mesothelial cells have been shown to be free-floating, and contribute to the recovery of de-nuded
12 mesothelial peritoneal membranes [22], approaches to utilise mesothelial cells in peritoneal repair
13 have not been successfully established so far.

14 Mesothelial cells have been postulated to be involved in the repair processes in the heart after
15 infarction or amputation. Specifically, in experimental animal systems, injury to or amputation of
16 part of the ventricle results in activation of the adult epicardium, leading to the contribution of
17 epicardial cells to the regeneration of the myocardium and cardiovascular system [23-25]. These
18 findings suggest that cells of the epicardium have progenitor properties [26]. Further evidence of
19 mesothelial involvement in repair processes stems from studies reporting mesothelial cell
20 contribution to peritoneal and liver repair [17, 27]. The omentum, the peritoneal flap surrounded
21 by mesothelial cells, has been successfully employed in various surgical repair studies, including
22 myocardical infarction in dogs and pigs, and 5/6 nephrectomy in mice [2, 28, 29]. This is further
23 supported by recent work from the Mutsaers lab showing that mesothelial cells isolated from the
24 human pericardial cavity, and from rat omentum have the potential to undergo adipogenic and

1 osteogenic differentiation [5]. These findings indicate that mesothelial cells share many properties
2 with mesenchymal stem/stromal cells (MSCs), including the ability to promote tissue repair and a
3 capacity for multilineage differentiation. Interestingly, a recent study has shown that the
4 transcriptional profile of a subset of MSCs most closely resembles that of primary mesothelial
5 cells, suggesting that some MSCs could possibly be derived from a mesothelial progenitor [30].
6 Here, we report that following long-term culture, mesothelial cells isolated from adult mouse
7 omentum showed reduced expression of epithelial markers, but maintained their mesenchymal
8 characteristics. Early passage mesothelial cells displayed clonogenicity, expressed stem cell
9 markers and similarly to mesenchymal stem/stromal cells (MSCs), had the capacity to undergo
10 differentiation towards the osteoblast and adipocyte lineages. However, in contrast to MSCs,
11 which disrupt kidney development when incorporated into mouse kidney rudiment chimaeras *ex*
12 *vivo* [31], we demonstrate that mesothelial cells do not inhibit nephrogenesis.

13

1 **Material and Methods**

2 3 **Isolation of omentum-derived peritoneal mesothelial cells**

4 Mice were held under an institutional licence (PEL 40/2408), approved by the local Animal Welfare
5 Committee, at the University of Liverpool, following Home Office (UK) regulations. Mice were
6 euthanised with carbon dioxide following Home Office (UK) regulations. Pregnant mice were
7 ordered in from Charles River (UK), therefore no other regulated procedures were performed on
8 mice for this project. The stomach-spleen complex was dissected out from CD1 female mice into
9 pre-warmed mesothelial cell medium (MCM) containing DMEM (D5796, Sigma-Aldrich)
10 supplemented with 10% FBS (F6178, Sigma-Aldrich), 100 µg/ml streptomycin, 100 U/ml penicillin
11 (P4333, Sigma-Aldrich). The omentum explants were isolated and cultured as previously described
12 [32]. In short, omentum tissue was isolated and any fat, blood vessels and attached cells were
13 removed. Omentum explants were generated by cutting the compacted omentum into tightly
14 packed pieces with diameters of between 300 and 800 µm, and seeding these into MC medium in
15 3.5 mm (Nunc) dishes. Attached explants were allowed to expand in conditioned media. After 14
16 days (d) explants and surrounding mesothelial cells (MCs) were trypsinised (10x trypsin, T4174,
17 Sigma-Aldrich) into small dishes containing conditioned media; this was defined as passage 1 (P1).
18 Once near-confluent MCs were trypsinised and transferred into large dishes with standard MC
19 media. Twelve independent mouse mesothelial cell cultures were isolated with highly similar
20 morphology (not shown); data presented here have been generated with 3 of the 12 cultures we
21 isolated. MCs and mesenchymal stem cells (MSCs; D1 ORL UVA [D1] (ATCC® CRL-12424™)) were
22 sub-cultured every 2-3 d in MCM at 37 °C in 5% CO₂.

23 **Generation of conditioned medium**

1 Passaged MCs growing at a density of 70-80% were cultured in fresh medium for 24 hours (h).
2 Subsequently, the supernatant was centrifuged at 1000 rpm to remove any cell debris and stored
3 at 4 °C until use. Conditioned medium was generated by adding fresh pre-warmed media at a 1:1
4 ratio to spin down supernatant.

5 **Labelling of MCs with GFP lentivirus**

6 MCs were grown in a 24 well plate to 60% confluency. Medium was replaced with fresh medium
7 containing polybrene (8 µg/ml). MCs were transduced with the lentivirus pLNT-SFFV-GFP with
8 multiplicities of infection (MOI) of between 4 and 6, depending on the viral titer. Medium was
9 replaced 24 h post-transduction and cells left to grow for a further 48-72 h. Transduced cells were
10 cultured at 37 °C in 5% CO₂ until ready to be used for co-culture or FACS analysis.

11 **Flow cytometry**

12 Fluorescence-activated cell sorting (FACS) using the 488 nm laser of a FACS Aria II sorter was
13 performed to isolate GFP-expressing MCs. Forward- and side-scatter characteristics determined
14 the exclusion of dead cells. A yield of 88% lentivirus-labelled GFP⁺ MCs (MC^{GFP+}) was obtained.

15 **Determination of population doubling time**

16 After a homogeneous population of cobblestone mesothelial cells was achieved at passage 4 (P4),
17 cells were seeded in triplicate at a density of 6×10^5 in a 10 cm dish (Corning). At 90% confluence
18 cells were trypsinised and counted using the trypan blue exclusion assay in a TC20™ Automated
19 Cell Counter (BioRad). The population doubling time (PDT) was calculated using the following
20 equations: $N_1 = N_0 \cdot 2^{t/T}$ and $T = t \cdot \ln(2) / (\ln(N_1) - \ln(N_0))$, where N1 is the cell number of harvested

1 cells and N_0 is the cell number at the start of the incubation. T is the doubling time and t is the
2 culture duration.

3 **Clonogenic assay**

4 Mesothelial cell clones (MC clones) were generated by dilution cloning assay, whereby P5 MCs
5 were seeded into 96-well culture plates (Nunc) at a density of 2 cells/well in conditioned medium.
6 Wells containing one colony were identified after 24 h, and left to grow until 80-90% confluency.
7 Cells of single colonies were subcultured into larger dishes for further passages and analysis.
8 Images were taken using a Nikon Eclipse TS100-F. The clonogenic assay was carried out using 3
9 independently derived MC cultures.

10 **Immunofluorescence**

11 MCs and MC clones were seeded at 4×10^4 cells/chamber in an 8 chamber slides (Lab-Tek™ II,
12 Nunc); and cultured to 80% confluence. The cells were fixed in 4% Paraformaldehyde (PFA)
13 (P6148, Sigma-Aldrich) and permeabilised in 0.25% Triton-X (93426, Fluka), followed by blocking in
14 2% bovine serum albumin (BSA; BPE9701, Fisher Scientific) and incubation with primary antibodies
15 over night at 4 °C. Cells were incubated with secondary antibodies and mounted in anti-fade
16 mounting medium Gelmount (1798510, Biomedica). Samples were documented using a Leica DMR-
17 HC microscope with Leica DFC350FX camera and Leica application software. Experiments were
18 performed for 3 independent biological samples.

19 The following primary antibodies were used: Rabbit polyclonal ZO1 (1:200, 40-2200, Life
20 Technologies), mouse monoclonal Wt1 (1:100, 05-753, Millipore), mouse monoclonal α -smooth
21 muscle actin (1:200, A2547, Sigma-Aldrich), rat monoclonal Pecam (1:100, 550274, BD
22 Pharmingen), rabbit polyclonal cytokeratin (1:200, Z0622, Dako), rabbit polyclonal Bmi1 (1:50,

1 AP8756a, Abgent), goat polyclonal Sox9 (1:100, SC-20095, Santa Cruz), goat polyclonal vimentin
2 (1:200, 64740, ICN Biomedicals Inc.), rabbit polyclonal GFP (1:5000, ab290; Abcam), mouse
3 monoclonal Megalin IgG1 (1:200, DM3613P, Acris), rat monoclonal Laminin $\alpha 1\beta 1$ (1:200,
4 MAB1905, Millipore), rabbit polyclonal Pax2 (1:200, PRB-276P, Biolegend), rabbit polyclonal Six2
5 (1:200, 11562-1-AP, Proteintech). Secondary antibodies used were: Alexa Fluor 488 coupled
6 (AF488) goat anti-mouse (1:1000, A11001, Life Technologies), AF488 goat anti-rabbit (1:1000,
7 A11008, Life Technologies), AF594 goat anti-mouse (1:1000, A11032, Life Technologies), AF594
8 goat anti-rat (1:1000, A11007, Life Technologies), AF647 goat anti-rabbit IgG (1:1000, A21245, Life
9 Technologies) AF488 donkey anti-Rabbit IgG (1:1000, A-21206, Life Technologies), AF546 donkey
10 anti-goat IgG (1:1000, A-11056, Life Technologies) and nuclear counterstain DAPI (1:1000, D1306,
11 Life Technologies).

12 **Adipogenic and osteogenic differentiation assays**

13 For adipogenic and osteogenic differentiation, MCs at P5, 13 and 26 and MSCs were seeded at
14 1000 cells/well in a 12 well plate and cultured in adipogenic medium (AM) containing MC medium
15 supplemented with 100 nM dexamethasone (D4902, Sigma-Aldrich), 500 nM 3-isobutyl-1-
16 methylxanthine (I7018, Sigma-Aldrich), 50 μ M indomethacin (I7378, Sigma-Aldrich) and 1 μ g/ml
17 insulin (I6634, Sigma-Aldrich) or osteogenic medium (OM) containing MC medium supplemented
18 with 100 nM dexamethasone, 10 mM β -glycerophosphate (G9422, Sigma-Aldrich) and 25 μ g/ml of
19 2-Phospho-L-ascorbic (49752, Sigma-Aldrich) or untreated standard MC medium for 14 d. To
20 visualise differentiation, cells treated in AM were fixed in 4% PFA for 10 minutes (min), washed
21 twice in 60% isopropanol for 5 min, and stained in 0.5% oil red in isopropanol for 10 min at room
22 temperature. Cells treated in OM were stained in 2% alizarin red (pH4.5) for 2 min. Samples were
23 imaged on a Nikon Eclipse TS100-F. Each assay was run with 3 independent biological samples.

1 **RT-PCR and qPCR**

2 Total RNA was extracted from a 10 cm dish of confluent cells using 1ml Trizol reagent (15596018,
3 Life Technologies), and 1.4 µg of total RNA was reverse transcribed to cDNA using superscript III
4 reverse transcriptase Kit (18080044, Life Technologies). Gene transcription was detected by real-
5 time PCR with the CFX Connect™ Real-Time PCR Detection System (BioRad), using specific primers
6 designed in-house and Blast searched (Table S1). Amplified cDNAs were either run on a 1%
7 agarose gel to document gene expression or analyzed by the CFX manager software (BioRad) to
8 compute fold change in expression relative to a control. Reactions were run with the following
9 cycling conditions: 50 cycle of 95°C for 3 min initial polymerase activation followed by 50 cycles of,
10 95 °C for 10 seconds (sec) and 60 °C for 30 sec. qPCR specificity was assessed using melt curves
11 and agarose gels to study PCR product band sizes. Target values were normalized against two
12 housekeeping genes GAPDH and β-Actin using the relative quantification method with n=3
13 independent biological samples per condition.

14 **Kidney re-aggregation chimera assay**

15 The embryonic kidney re-aggregation assay was based on the Unbekandt and Davies (2010)
16 protocol [33]. Briefly, embryonic day (E)13.5 mouse kidneys were harvested and dissociated into
17 single cells following 10 min incubation in 0.25% trypsin/PBS (T4174, Sigma-Aldrich) with
18 intermittent gentle agitation. We had explored the use of a cell strainer in preliminary
19 experiments but found that it resulted in loss of viable cells. After centrifugation at 3000 rpm for
20 2 min, cells were re-suspended in MEME (M5650, Sigma-Aldrich) containing 10% FCS, and single
21 embryonic kidney cells were counted using a haemocytometer.

1 An average of 60 embryonic kidneys (depending on litter size) were collected for each experiment,
2 dissociated and counted before re-aggregates were set up using 200K cells per sample or 180K
3 embryonic kidney cells mixed with 20K MC^{GFP+} (P22-32) at 1:10 ratio. On average, 16 pellets were
4 generated and cultured for each experiment. Re-aggregated chimeric rudiments (MC rudiments),
5 re-aggregated control rudiments (rControl rudiments) or whole embryonic kidney rudiments
6 (eControl rudiments) were cultured on Millipore filters (RTTP02500) placed on metal grids at the
7 liquid-air-interface. The rudiments were fixed in 4% PFA for 30 min at 7 d post seeding (embryonic
8 age E13.5 +7 d). For immunofluorescence analysis, samples were blocked in 10% serum, 1% Triton-
9 X in PBS, followed by incubation in primary and secondary antibodies, and subsequent mounting
10 in 80% glycerol for viewing on the Leica TCS MP2 AOBS confocal microscope.

11 **Isolation and analysis of GFP+ MCs from the kidney rudiment assay**

12 Between 8 – 17 chimeric rudiment pellets were harvested following for 7 d of culture and
13 trypsinised in 2x diluted (PBS) 10x trypsin (T4174, Sigma-Aldrich) for 10 min with intermittent and
14 gentle agitation. Once the rudiments were fully disaggregated, the single cell suspension was
15 counted using a haemocytometer and their viability checked. Next, the cells were pelleted at
16 1000 rpm for 5 min and re-suspended in PBS containing 10% FBS. Using the BD FACS ARIA III,
17 MC^{GFP+} cells were harvested from the single cell mix through a number of gating parameters that
18 were initially set up using non-aggregated MC^{GFP+}. Specifically, healthy cells were identified by
19 plotting side scatter (SSC-A) against forward scatter (FSC-A). Next, cell clusters were gated out
20 using FSC-A versus (vs) FSC-H and SSC-W vs SSC-H plots. GFP-positive cells were selected by
21 plotting the excitation signal from the cells with a 488-nm laser (GFP FITC-A log) vs SSC-A. Finally,
22 count vs GFP FITC-A parameters were used to plot a histogram from which the highest
23 fluorescence cells were sorted.

1 **Data analysis**

2 Immunofluorescence and bright field images were prepared on Photoshop and Illustrator CS6. The
3 Bio-Rad CFX manager was used to perform qPCR data analysis, and quantitative data was analysed
4 using Excel 2013. Statistical significance was determined using either a one way ANOVA for the
5 analysis of variance and was followed by Sidak's post-hoc multiple comparisons test for variance
6 among the groups; or a Student's t-test. Statistical analysis was performed using GraphPad Prism
7 version 6.00 for Windows. A p-value <0.05 was considered significant.

1 Results

2 Long-term culture of omentum explant-derived mesothelial cells

3 Previously we had described the culture of omentum explants from adult mice for up to 5 days
4 where mesothelial cells (MCs) grew out from the explant to form an epithelial sheet at around d2
5 post seeding [32]. At d5 post seeding, cells at the edge of the outgrowing sheet appeared to have
6 a more mesenchymal phenotype, while cells closer to the original explant remained epithelial. We
7 have now generated twelve mesothelial cell cultures by trypsinising at around d14 the cultured
8 omentum explants including any MCs that had moved away from the explant (Fig. 1A). The
9 resulting passage 1 (P1) MCs displayed a typical cobblestone phenotype, indicating epithelial
10 characteristics (Fig. 1B); however, some cells adopted a slightly elongated shape. This morphology
11 remained largely unchanged even at higher passages (Fig. 1C, D).

12 Population doubling times (PDT) for MCs between P5 to P16 were between 20 and 40 h, stabilising
13 at around 24 h between P8 and P16 (Fig. S1). However, we found that at around P36, the PDT of
14 MCs had slowed to around 40 h (data not shown).

15 In order to assess whether MCs maintained their mesothelial characteristics throughout passages,
16 we performed immunofluorescence (IF) and gene expression analysis for the two mesothelial
17 markers, Wilms tumour protein 1 (Wt1) and mesothelin (Msln). Wt1 was detected in the nuclei of
18 P4 and P24 MCs (Fig. 2A). Mesothelin expression was found in P4 MCs predominantly in the
19 cytoplasm, while in P24 cells the protein was also detected in the nucleus and the cell membranes
20 (Fig. 2A). Interestingly, qPCR analysis showed that relative expression of *Wt1* decreased
21 significantly with increasing passages when compared to cultured omentum explants (OMCs) (Fig.

1 2B; Table S2), while Msln expression levels were significantly upregulated with increasing passages
2 (Fig 2C; Table S2).

3 To further characterise MCs at low and at high passage, we performed IF and qPCR analysis for a
4 range of epithelial and mesenchymal markers. While the tight junctional marker ZO1 was localised
5 continuously around the cell perimeter in MCs grown out of omentum explants (Fig. 3A), it
6 appeared in a punctate pattern around the perimeter of P4 and P24 MCs (Fig. 3B, C). Cytokeratin
7 intermediate filament protein networks were seen across the cytoplasm and in the perinuclear
8 region of OMC cells (Fig. 3D). However, in the P4 and P24 MCs, cytokeratins were localised mostly
9 in the perinuclear region (Fig. 3E-F). We detected the mesenchymal protein Vimentin (Vim)
10 throughout the cytoplasm in OMC, P4 and P24 MCs (Fig. 3G-I), while alpha smooth muscle actin
11 (α SMA) was expressed at varying levels in MCs of all three passages (Fig. 3J-L). The endothelial
12 marker PECAM was not detectable in any of our samples (not shown).

13 Expression analysis by qPCR of the epithelial markers E-cadherin (*Cdh1*) and cytokeratin 8 (*Krt8*)
14 showed that in the passaged MCs, mRNA levels of both epithelial genes significantly decreased
15 with increasing passages when compared to omentum cultures (Fig. 4A, B, Table S2). Interestingly,
16 relative expression of both *Vim* and α SMA was not significantly different between omentum
17 culture and passaged MCs (Fig 4C, D; Table S2).

18 These results suggested that the molecular signature of the MCs was changed in response to
19 repeated passaging, possibly indicating dedifferentiation processes of the cells in culture.

20 **Mesothelial cells were clonogenic**

21 Dedifferentiation of cells can be an indicator of the acquisition of stem or progenitor cell status
22 [34]. To determine whether cultured MCs isolated from adult omentum had stem or progenitor
23 cell properties, we analysed their clonogenic potential. Using dilution cloning, we generated single

cell clones from P5 MCs. On average, up to 4 clones formed per independent omentum-derived MC culture (Fig. 5A-D). Cells from all clones had the typical morphological appearance of passaged MCs and have been successfully cultured for more than 20 passages. MCs cultured from clones expressed Cytokeratin, ZO1, Vim, α SMA, and Wt1 in a distribution similar to P4 and P24 MCs (Fig. 5E-J).

Cultured mesothelial cells expressed stem cell markers

Next, we determined whether the cultured MCs expressed stem cell markers. Using IF, we could identify nuclear expression of the stem cell markers Bmi1 and Sox9 in primary MCs of omentum cultures and in P4 and P24 MCs (Fig. 6A-L). Bmi1 nuclear expression was also detectable in the clonal MCs (Fig. 5K, L). More specifically, nuclear Bmi1 expression was strongest in the P24 MCs (Fig. 6C, F). By contrast, Sox9, in addition to nuclear localisation, showed cytoplasmic expression in cultured MCs (Fig. 6H, K and I, L).

Using qPCR, we analysed the relative expression of the stem cell markers *Sox9*, *Sox2* and *CD34* (Fig. 6M-O). While *Sox2* expression was maintained at similar levels between omentum cultures and passaged MCs, *Sox9* and *CD34* were downregulated with increasing passages.

Mesothelial cells showed adipogenic and osteogenic differentiation potential

To assess whether the cultured mesothelial cells possessed multi-lineage differentiation potential, we subjected the cells to osteogenic and adipogenic differentiation conditions. MCs generated a robust response to the osteogenic culture conditions, producing calcium deposits that could be seen through phase contrast microscopy (data not shown) and stained positive with Alizarin Red S (Fig. 7B), similarly to the osteogenic changes observed in mouse mesenchymal stem cells (MSCs)

1 which we used as positive control (Fig. 7D). After culture in adipogenic conditions, MCs at P5 but
 2 less so at P13 and P26, produced oil red-stained fat vacuoles (Fig. 7F and not shown); however
 3 these were more dispersed when compared with MSCs (Fig. 7H). We analysed the adipogenic and
 4 osteogenic differentiation of early, medium and high passage MCs by qPCR for two specific
 5 markers. Our results showed that in response to osteogenic culture conditions, MCs at medium
 6 passage (P13) significantly upregulated the mRNA expression of *secreted acidic cysteine rich*
 7 *glycoprotein (Sparc, Osteonectin)* (Fig. 7I), which is important for osteoblast maintenance [35].
 8 Furthermore, we found that the mRNA expression of the master control protein for adipogenesis,
 9 *peroxisome proliferator-activated receptor gamma (PPAR γ)* [36, 37] was significantly increased in
 10 early passage MCs under adipogenic conditions (Fig. 7J). These results suggest that MCs cultured
 11 up to passage 13 mostly maintained the potential to respond to osteogenic stimulation by change
 12 of phenotype and specific marker expression, while the adipogenic response was only maintained
 13 during early passages.

14 **Mesothelial cells do not inhibit nephrogenesis *ex vivo***

15 We have previously shown that surprisingly, MSCs disrupt the development of mouse kidney
 16 rudiments *ex vivo* [31]. Given that MCs share some properties with MSCs, we investigated whether
 17 MCs also had a negative impact on kidney development, or whether MCs, unlike MSCs, could
 18 integrate into developing nephron structures, by using a modified chimeric embryonic kidney
 19 rudiment assay [33]. Re-aggregated E13.5 embryonic kidney rudiments (rControl rudiments) gave
 20 rise to developing nephrons including proximal tubules, similar to whole embryonic kidney
 21 rudiments (eControl rudiments) (Fig. S2, S3).

22 Next, we investigated the effect of MCs on nephrogenesis *ex vivo* by generating chimeric kidney
 23 rudiments during 7 days of culture. In order to be able to identify the MCs, they were transduced

1 with a GFP lentivirus (MC^{GFP+}); expression levels of mesothelial, epithelial and mesenchymal
2 markers including *Wt1*, *Msln*, *Cdh1*, *Krt8*, *Vim* and α SMA, were maintained in MC^{GFP+} cells when
3 compared to passage-matched non-transduced cells (not shown). After mixing with embryonic
4 kidney cells and during subsequent 7 days of culture, analysis revealed that MC^{GFP+} cells had
5 clearly survived within the developing kidney chimera (Fig. S4). To assess whether nephron
6 structures had formed within the chimeric rudiments, and whether MCs had contributed to the
7 developing nephrons, we performed immunolabelling with a range of markers. Immunodetection
8 of Six2 revealed the presence of cap mesenchyme; however, MC^{GFP+} cells were not found within
9 the cap mesenchyme, but were instead located around the Six2⁺ cell condensates (Figure 8A-C).
10 Expression of Pax2, a marker for condensing mesenchyme and early nephron structures, and of
11 Wt1, which is also expressed in the cap mesenchyme but then localises to the renal vesicle and
12 developing glomeruli, could be detected in the chimeric rudiments, providing evidence of nephron
13 formation (Fig. 8D, G). Similarly to the observation with Six2, MC^{GFP+} cells were localised close to
14 and around developing nephron structures (Fig. 8D-F, G-I). In a few instances we observed GFP
15 expression in cells within Pax2⁺ or Wt1⁺ nephron structures, however MC^{GFP+} cells were not
16 detected in comma- or S-shaped bodies (Fig. 8G-I). Further support for nephron development in
17 chimeric rudiments was provided by labelling for Laminin, a marker for basement membranes, and
18 Megalin, a multi-ligand receptor specifically expressed in the proximal tubules of the kidney (Fig.
19 8J). Interestingly, we observed that the MC^{GFP+} cells were arranged around the proximal tubule
20 structures, directly abutting the tubular basement membrane (Fig. 8K, L).
21 These results demonstrated that MC^{GFP+} cells, in contrast to MSCs, did not display any noticeable
22 inhibitory effects on kidney development. However, while a few MC^{GFP+} cells appeared to integrate
23 into developing nephrons, they mostly aligned with the basement membranes of the epithelial or
24 tubular elements.

1 In order to further analyse the response of MC^{GFP+} cells to the nephrogenic environment in the
2 chimeric kidney rudiments, we isolated the cells from rudiments by FACS after 7 days of culture
3 and performed qPCR analysis. Interestingly, expression levels of markers involved in
4 nephrogenesis were either not significantly changed or could not be amplified in the MC^{GFP+} cells
5 (data not shown). Nevertheless, our analysis revealed that the nephrogenic environment
6 stimulated the MC^{GFP+} cells to significantly up-regulate expression of *ZO1*, *Vim*, *Snail1* (*Snai1*), *Zeb1*
7 and *Twist1* (Fig. 9).

1 Discussion

2 In this study we have analysed the stemness and differentiation potential of omentum-derived
3 mouse mesothelial cells. We demonstrate the successful long-term culture of primary mesothelial
4 cells. However, in response to multiple passaging, the cells shifted their expression profile,
5 becoming less epithelial. At early passages, cultured mesothelial cells displayed stem or progenitor
6 cell characteristics, as evidenced by the fact that they exhibited clonogenic potential, expressed
7 stem cell markers, and showed differentiation along the osteogenic and adipogenic lineage.
8 Furthermore, by making use of a chimeric embryonic kidney rudiment assay, we demonstrate that
9 unlike MSCs, mesothelial cells do not have any noticeable adverse effects on the *ex vivo*
10 development of mouse kidney rudiments.

11 We have previously shown that culture of tissue explants isolated from mouse adult omentum led
12 to the outgrowth of mesothelial cells with typical mesothelial characteristics [32]. Here, we report
13 the long-term culture of several individually isolated mesothelial cell cultures from mouse adult
14 omentum for over 30 passages without evidence of senescence. Population doubling times
15 stabilised to around 24 hours between passage 8 and 16. This is in contrast to human omentum-
16 derived mesothelial cells which have been reported to undergo premature senescence [38, 39].
17 Characterization of the MC cultures at different passages revealed that while the overall
18 morphology of the cells remained similar, the molecular signature of the cells changed (Fig. S5). In
19 particular, mRNA levels of the key mesothelial marker *Wt1* were downregulated, but nevertheless,
20 *Wt1* protein could be clearly identified by immunofluorescence in the nuclei of low and high
21 passage cells. By contrast, *Msln* was detectable in cells at both low and high passages using
22 immunofluorescence, with mRNA levels increasing significantly with higher passages. Thus, the
23 two mesothelial markers used in our analysis showed opposing responses to passaging. Loss of

Wt1 in the epicardium has recently been shown not to affect expression of *Msln* [40], suggesting that the significant increase in *Msln* expression we have observed is independent of *Wt1* expression levels in cultured MCs.

Mesothelial cells express both epithelial and mesenchymal markers *in vivo* and have the ability to transdifferentiate into myofibroblasts in response to stress or injury, through a process called mesothelial-to-mesenchymal transition (MMT) [3, 9, 41]. Specifically, loss of *Wt1* has been reported to induce transdifferentiation of human pleural mesothelial cells into myofibroblastic cells, suggesting that *Wt1* is required for the maintenance of mesothelial homeostasis [41]. This is not surprising given that *Wt1* has been shown to be involved in the regulation of EMT and MET processes [42]. The downregulation of *Cdh1* and *Krt8* we observed in this study could therefore be linked to the reduction in *Wt1* expression in MCs over passages. Nevertheless, our results suggest that long-term cultured mouse MCs remained in a status whereby epithelial markers are lost only partially since ZO1 was still detectable in a robust punctate pattern around the cell perimeter, and mesenchymal markers were not significantly upregulated.

Because of their ability to proliferate over many passages, we tested the mouse mesothelial cells for clonogenic potential. In contrast to kidney stem cells (KSCs) isolated from mouse newborn kidneys which are clonogenic but give rise to clonal lines with different renal phenotypes [43], mesothelial cells showed properties similar to mesenchymal stem cells (MSCs), since MSCs are able to generate clones with characteristics of the parent cell type only [44].

The capacity to differentiate mesenchymal stem cells towards the mesodermal lineages, specifically adipocytes and osteocytes, has been established as an important parameter of their stemness [45]. This has been exploited in studies to demonstrate that rat and human mesothelial cells have the potential to differentiate towards the adipogenic and osteogenic lineage [5, 45]. Following a similar approach, we could show that upon appropriate stimulation, mouse

1 mesothelial cells adopted phenotypes and expressed genes that are indicative of differentiation
2 steps of adipogenesis and osteogenesis. Our analysis revealed that the differentiation potential for
3 osteogenesis is retained in cells up to passage 13, while cells of higher passage failed to
4 significantly respond. Similarly, MCs of passage 5 could differentiate towards an adipogenic fate,
5 while this differentiation potential was reduced in MCs of higher passages. The decline in the
6 differentiation potential of long-term cultured mesothelial cells could be reflected in the changes
7 in expression levels of some of the stem cell markers analysed. Therefore, our results suggest that
8 the differentiation potential, and in effect stemness of the mesothelial cells, could only be
9 maintained for a limited time under the culture conditions we used.

10 Since mesothelial cells showed evidence of stemness and differentiation potential, we asked
11 whether they had the potential to respond to a nephrogenic environment by differentiating into
12 kidney cells. However, since mesothelial cells share some characteristics with MSCs, it is possible
13 that they would have a negative effect on *ex vivo* nephron development similarly to MSCs [31]. A
14 recently developed *ex vivo* embryonic kidney rudiment assay lends itself to address these
15 questions since the experimental procedure involves the dissociation of embryonic kidneys into
16 single cells. Exogenous embryonic, adult or stem cells are then mixed in with the embryonic kidney
17 suspension before culture as pelleted chimeric rudiment [33, 46]. Labelling the exogenous cells
18 with lentiviral GFP, Quantum Dots or fluorescent vital dyes allows their identification in the
19 chimeric rudiments, in order to determine whether cell integration into the developing rudiment
20 and furthermore, contribution to nephron structures has taken place. Using this approach, several
21 studies have now demonstrated that stem cells from various sources have the capacity to
22 integrate into chimeric kidney rudiments. In some cases this involves the contribution of
23 exogenous cells to developing glomeruli, comma- and S-shaped bodies [31, 47-49]. Here, we
24 demonstrate that mouse mesothelial cells localise inside the chimeric rudiments, without

1 disrupting the development of the overall kidney rudiments and their structures. This is in clear
2 contrast to mesenchymal stem cells, which, despite expressing some of the key regulators of
3 kidney development, have been shown to disrupt nephron formation in the chimeric rudiments,
4 indicating that not all stem cells have the capacity to support and interact with the developing
5 nephron structures [31, 47].

6 Within the chimeric rudiments, mesothelial cells were occasionally found in the nephrogenic
7 mesenchyme, where they showed co-expression with the nephron progenitor regulators Pax2 and
8 Wt1 by immunofluorescence. Interestingly, *Pax2* expression could not be detected in the FACS-
9 sorted MCs after co-culture in the chimeric rudiments, suggesting that the number of Pax2+ MCs
10 was very small. We also noted that mesothelial cells aligned robustly with the basement
11 membranes of the forming proximal tubules. Overall, the heterogeneous distribution of MCs
12 surrounding nascent glomeruli and tubular structures was reflected in the up-regulation of a range
13 of mostly mesenchymal or EMT markers in the MCs sorted from the chimeric rudiments after 7
14 days of culture.

15 Because the mesothelial cells used for the chimeric kidney rudiment assays had been of higher
16 passages (P22-32) due to the lentivirus transduction protocol employed followed by expansion and
17 FAC sorting of the cells, it is possible that the MC^{GFP+} cells had reached a stage in the long-term
18 culture where their peak differentiation potential had been passed. Therefore, we cannot exclude
19 the possibility that mesothelial cells of earlier passages would have shown a more nephrogenic
20 differentiation response.

21 We conclude that clonogenicity, stem cell marker expression and differentiation capacity observed
22 in mesothelial cells up to passage 10-13, together provide evidence for stem or progenitor cell
23 characteristics in cultured mouse mesothelial cells. This finding is in contrast to a previous report

that mesothelial cells isolated from human pericardial fluid and rat omentum could display stem cell characteristics only up to passage 3 [5].

Our results suggest that during long-time culture, mesothelial cells downregulate specific sets of genes that are part of their gene signature. Importantly, during the early phase of the culture period they exhibit certain characteristics of stemness. However, it is questionable whether the downregulation of gene expression observed during long-term culture can be described as dedifferentiation in the true sense since dedifferentiation is defined as the change of a differentiated cell to a stem or progenitor cell [34]. Thus, further analyses are required to determine the molecular mechanisms that regulate the differences between human and mouse mesothelial cells in culture, and the changes observed during the earlier and later passages. Understanding these mechanisms will allow the development of specific culture conditions and manipulations in order to maintain a status of stem or progenitor characteristics in long-term cultured mesothelial cells, with the view to exploring their potential as regenerative medicine therapies.

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1 **Figure legends**

2 **Figure 1.**

3 Generation of omentum-derived adult mouse mesothelial cell lines. (A) Following 7 days of
4 culture, primary MCs had migrated out of an omentum explant (outlined by stippled line). MCs in
5 these cultures had a typical cobblestone-type appearance (arrowheads). (B-D) Passaged MCs
6 overall retained their epithelial phenotype even though some cells adopted a slightly elongated
7 shape (arrows) (B, P1). This appearance was un-affected by passage number (C, P5; D, P24). Scale
8 bar represents 50 μ m (A, B, D; C).

9 **Figure 2.**

10 Expression of mesothelial markers over passages. (A) Immunofluorescence analysis of *Wt1* and
11 mesothelin (*Msln*) in P4 to P24 MCs showed that expression of both proteins was present
12 throughout passages. Scale bars represent 25 μ m (*Wt1*/DAPI) and 50 μ m (*Msln*/DAPI). (B) qPCR
13 analysis of mRNA expression for *Wt1* showed significant downregulation in cultured P5, P10 and
14 P25 MCs relative to OMC. (C) mRNA expression of *Msln* (C) was upregulated in the cultured cells
15 compared to OMC. Significant differences compared to OMC were determined using a one way
16 ANOVA with Sidak's multiple comparison test where; ****p < 0.0001 , ***p < 0.001 and **p <
17 0.01.

18 **Figure 3.**

19 Cultured mesothelial cells expressed both epithelial and mesenchymal characteristics by
20 immunofluorescence. (A) OMC cells showed strong ZO1 tight junctional bands at the cell-cell
21 contacts, while ZO1 expression had a punctate appearance (arrowheads) at the cell perimeter In
22 P4 and P24 MCs (B-C). (D) Cytokeratin intermediate filaments localised across the cytoplasm in

1 OMC cells, while in P4 and P24 MCs the expression was reduced to the perinuclear regions
2 (arrowheads; E-F). Expression of Vim (G-I) and α SMA (J-L) was similar between OMC, P4 and 24
3 MCs. Scale bar 50 μ M (A-L).

4 **Figure 4.**

5 Long-term culture influenced epithelial gene expression. Analysis of mRNA expression levels for
6 the epithelial genes *Cdh1* (A) and *Krt8* (B) showed significant down regulation in P5, P10 and P25
7 MCs relative to OMC. By contrast, expression of mesenchymal markers *Vim* (C) and *α SMA* (D)
8 showed no significant change in mesothelial cell cultures of increasing passage. Significant
9 differences compared to OMC were determined using a one way ANOVA with Sidak's multiple
10 comparison test where; ***p < 0.001, **p < 0.01, and *p<0.05.

11 **Figure 5.**

12 Clonogenic potential of mesothelial cells. (A) Single cell from which one of the clones was started
13 by dilution cloning. (B) MC clone at 2 weeks after cloning. (C) MC clone at confluence. (D) MC
14 clone cells after passaging. Immunofluorescence staining for the mesothelial marker Wt1 (E-F),
15 epithelial markers Cytokeratin (CK) (G) and ZO1 (H), and the mesenchymal markers Vimentin (Vim)
16 (I) and α smooth muscle actin (α SMA) (J) in cells of mesothelial cell-derived clones revealed
17 expression patterns similar to uncloned cells. The stem cell marker Bmi1 was detected in clonal
18 MCs (K-L). Scale bars are 50 μ m (A, B, C, D, E-J, K-L).

19 **Figure 6.**

20 Mesothelial cells expressed stem/progenitor cell markers. Bmi1 and Sox9 nuclear localisation was
21 detected through immunofluorescence in OMC (A, D; G, J), P4 (B, E; H, K) and P24 cells (C, F; I, L),
22 respectively. Relative expression of stem cell markers in passaged MCs was maintained for Sox2

(N), while *Sox9* (M) and *CD34* (O) were downregulated in the passaged cells, respectively. Significant differences compared to OMC were determined using a one way ANOVA with Sidak's multiple comparison test where; **p < 0.01, and *p<0.05. Scale bars are 25 µm (A-F) and 50 µm (G-L).

Figure 7.

Analysis of osteogenic and adipogenic potential. Using Alizarin S red staining, Calcium deposits could be detected in P13 MCs (B) and P21 MSCs (D), indicating osteogenic differentiation, while cells under control conditions failed to exhibit the deposits (A, C). Fat droplet accumulation could be detected in P5 MCs (F) and, slightly more pronounced in MSCs (H). Control conditions showed no generation of fat droplets (E, G). Expression analysis by qPCR revealed that the osteogenic marker *Sparc* was up-regulated in the earlier passages (I), with a significant 6-fold change in P13 MCs. A significant 3.7-fold increase in expression was observed in P5 MCs for the adipogenic gene *PPARγ* (K). A Student's t-test was used to calculate significance. Scale bars are 30 µM.

Figure 8.

Mesothelial cells are found within the developing kidney rudiment. MC^{GFP+} were seen situated around Six2-expressing cells in the cap mesenchyme (A-C), and close to Pax2- (D-F) and Wt1- (G-I) expressing nascent nephron structures. In very few cases, Wt1- and Pax2-expression seemed to colocalise with the GFP fluorescence of the MC^{GFP+} cells (arrowheads, D-I). An S-shaped body is outlined in (I). GFP-positive MCs were found closely attached to Laminin of the basement membrane of Megalin-expressing proximal tubules (arrows, J-L). Scale bars are 50 µm (A-C, D-L).

Figure 9.

1 Mesothelial cells responded to the nephrogenic environment. After isolation from the chimeric
2 rudiments (KRA), MC^{GFP+} cells were analysed by qPCR in comparison to non-treated MCs of the
3 same passage (Control). Relative expression analysis revealed that the epithelial marker *ZO1*, the
4 mesenchymal marker *Vim* and the EMT regulators *Snai1*, *Zeb1* and *Twist1* were significantly up-
5 regulated, while *Wt1*, *SDF1* and *Snai2* were not significantly changed. A Student's t-test was
6 performed to determine statistical significance.

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